FORM D	ОМ	B APPROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB NUMBER: Expires: Estimated average burd hours per response	
PROCESSED  Washington, D.C. 20549  Temporary FORM D  FEB 0 6 2009  NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR  UNIFORM LIMITED OFFERING EXEMPTION		
New COS - (- h. h. ishlich	<u></u>	<u></u>
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Series D Convertible Preferred Stock		SEC Mail Processing Section
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ■ Rule 506 ☐ Section Type of Filing: ■ New Filing ☐ Amendment	14(6) 🗆 ULOE	JAN 2 1 2009
A. BASIC IDENTIFICATION DATA	A	
1. Enter the information requested about the issuer		Washington, DC
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	······································	110
Hydra Biosciences, Inc.	4	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (In	
790 Memorial Drive, Suite 203, Cambridge, MA 02139	(617) 494-5230	
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Inc	09002259
Brief Description of Business:		
Hydra Biosciences is a biopharmaceutical company developing molecular regeneration medicines, techannels.	novel cardiovascular thera	pies and drugs targeting novel ion
Type of Business Organization		
■ corporation ☐ limited partnership, already formed	O other (please specify):	
□ business trust □ limited partnership, to be formed  Month Year	· · · · · · · · · · · · · · · · · · ·	
Actual or Estimated Date of Incorporation or Organization 06 2001 ■ Actual □ Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	-	·
GENERAL INSTRUCTIONS		

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>					
Check Box(es) that Apply:				_ n:	
	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	,				
Carpenter, Robert J.		· · · · · · · · · · · · · · · · · ·			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ođe) .		
C/o Hydra Biosciences, Inc., 790 Memo	orial Drive, Suite	e 203, Cambridge, MA	02139		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	General and/or Managing Partner
Full Name (Last name first, if individual)	)				
<b>.</b>				•	
Carroll, Darren J.	01 1 10	0'	1.		
Business or Residence Address	(Number and S	treet, City, State, Zip Con	ae)		
C/o Lilly Ventures, Eli Lilly and Comp	any, Lilly Corpo	orate Center, Indianano	iis. IN 46285		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			- Littorian Gallion	D 21.00.01	G Contract and of Managing 2 and of
,		•			
Larsen, Glenn					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
C/- II d Dississes to 700 Mars		. 202 (Comb 2d) - BAA	02120		
C/o Hydra Biosciences, Inc., 790 Memo Check Box(es) that Apply:	· · · · · · · · · · · · · · · · · · ·	<del></del>			
	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	•				
Crane, Alan L.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	`		,		
c/o Polaris Venture Partners, 1000 Wi	nter Street, Suite		2451		
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Coorda Year					
George, Jean Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)		
Business of Residence Address	(Mannoci and	onoci, chy, ome, zip ci	ouc)		
C/o Advanced Technology Ventures VI	II, L.P., Bay Col	ony Corporate Center, 1	1000 Winter Street, Sult	e 3700, Waltham	ı, MA 02451
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					<u> </u>
Abingworth Bioventures V LP					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)		
Princes House, 38 Jermyn Street, Lond	on. England SW	/1V 6DN			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		- Delicitoris Carret	B Excedit Officer	G Bilevio	Control atto of framinging Farmer
MedImmune Ventures, Inc.					<u> </u>
Business or Residence Address	(Number and S	treet, City, State, Zip Cod	le)		
0 11 11 11 11 11 11 11 11	NED 20055				
One MedImmune Way, Gaithersburg,		- D - 5:10	- F Off	- D'	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Goldenheim, Paul					
Business or Residence Address	(Number and S	treet, City, State, Zip Cod	le)	<del></del>	
C/o Hydra Biosciences, Inc., 790 Memo	rial Drive, Suite	203, Cambridge, MA	2139		
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		<del>-</del>			
Miles Vincout					
Miles, Vincent J. Business or Residence Address	(Number and St	treet, City, State, Zip Cod	le)		<del> </del>
Summer of Economico Leadings	i minor and of		·-,		
C/o Abingworth Bioventures, Princes H	łouse, 38 Jermyi	n Street, London, Engla	nd SW1Y 6DN		

## A. BASIC IDENTIFICATION DATA - continued Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter □ Beneficial Owner ■ Executive Officer ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Herndon, Russell Business or Residence Address (Number and Street, City, State, Zip Code) C/o Hydra Biosciences, Inc., 790 Memorial Drive, Suite 203, Cambridge, MA 02139 Check Box(es) that Apply: □ Promoter □ Beneficial Owner ■ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual) Burke, Tom (Number and Street, City, State, Zip Code) Business or Residence Address C/o Hydra Biosciences, Inc., 790 Memo ial Drive, Suite 203, Cambridge, MA 02139 Check Box(es) that Apply: ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner □ Promoter Full Name (Last name first, if individual) Clapham, David E. (Number and Street, City, State, Zip Code) Business or Residence Address C/o Hydra Biosciences, Inc., 790 Memorial Drive, Suite 203, Cambridge, MA 02139 Check Box(es) that Apply: ☐ General and/or Managing Partner ■ Beneficial Owner ☐ Executive Officer □ Director □ Promoter Full Name (Last name first, if individual) Polaris Venture Partners III, L.P. (Number and Street, City, State, Zip Code) **Business or Residence Address** 1000 Winter Street, Suite 3350, Waltham, MA 02451 Check Box(es) that Apply: ■ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner □ Promoter Full Name (Last name first, if individual) New Enterprise Associates 10, Limited Partnership (Number and Street, City, State, Zip Code) Business or Residence Address 119 St. Paul Street, Baltimore, MD 21202 Check Box(es) that Apply: ☐ Executive Officer ☐ General and/or Managing Partner ☐ Promoter ■ Beneficial Owner □ Director Full Name (Last name first, if individual) Advanced Technology Ventures VII, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) Bay Colony Corporate Center, 1000 Winter Street, Suite 3700, Waltham, MA 02451 Check Box(es) that Apply: ☐ Executive Officer □ Director ☐ General and/or Managing Partner □ Promoter ■ Beneficial Owner Full Name (Last name first, if individual) Abingworth Bloventures III A LP (Number and Street, City, State, Zip Code) Business or Residence Address Princes House, 38 Jermyn Street, London, England SW1Y 6DN Check Box(es) that Apply: □ Executive Officer □ Director □ General and/or Managing Partner ☐ Promoter ■ Beneficial Owner Full Name (Last name first, if individual) Abbott Laboratories Business or Residence Address (Number and Street, City, State, Zip Code) 100 Abbott Park Raod, Abbot Park, IL 60064 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

(Number and Street, City, State, Zip Code)

Lilly Ventures, Eli Lilly and Company

Lilly Corporate Center, Indianapolis, IN 46285

Business or Residence Address

B. INFORMATION ABOUT OFFERING						
		Yes	No			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.		, <b>•</b>			
2.	s	n/a				
	What is the minimum investment that will be accepted from any individual?	Yes	No			
3.	Does the offering permit joint ownership of a single unit?	-	a a			
4.						
Full Non	Name (Last name first, if individual)					
	iness or Residence Address (Number and Street, City, State, Zip Code)	<del></del>				
220.						
Nam	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)					
_ [i	AL] _ {AK} _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full	name (Last name first, if individual)					
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)					
Narr	ne of Associated Broker or Dealer	<del> </del>				
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers	<del></del>				
	(Check "All States" or check individual States)	All States				
_ []	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full	Name (Last name first, if individual)					
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)					
25001	(		_			
Narr	ne of Associated Broker or Dealer					
States in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	All States					
_ [:	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[TX] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

١.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box cand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Aiready Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ 22,189,894.40	\$ <u>9,541,681.60</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify	\$	\$
	Total	\$ 22,189,894.40	\$ <u>9,541,681.60</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	32	\$ <u>9,541,681.60</u>
	Non-accredited Investors		<del></del>
	Total (for filings under Rule 504 only)		\$
			<b>C</b>
3.	Answer also in Appendix, Column 4, if filing under ULOE  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Ouestion 1.	Type of	Dollar Amount
	•	Security	Sold
	Type of offering Rule 505		\$
	Regulation A	<del></del>	\$
	Rule 504	<del></del>	\$
	Total	<u> </u>	*
	10tai		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	ā	\$
	Printing and Engraving Costs	٥	\$
	Legal Fees	-	\$ 100,000
	•	-	
	Accounting Fees	0	<b>*</b>
	Engineering Fees.	0	\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)		\$
	Total	•	<b>\$</b> 100,000

	b. Enter the difference between the aggregate off 1 and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the			\$.	22,089,894.40
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in r	r any purpose is not known, furnish an est total of the payments listed must equal th	timate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
•	Salaries and fees		П	\$	Φ	<b>\$</b>
	Purchase of real estate			<b>s</b>	0	\$
	Purchase, rental or leasing and installation of mac	hinery and equipment	0	\$	0	\$
	Construction or leasing of plant buildings and fac	ilities	0	<b>s</b>	0	s
	Acquisition of other business (including the value that may be used in exchange for the assets or sec	of securities involved in this offering urities of another issuer pursuant to a				
	merger)		0	\$		s
	Repayment of indebtedness			\$		\$
	Working capital			s	-	\$ 22,089,894.40
	Other (specify):		D	\$		s
		•		\$	Ċ	\$
	Column Totals		a	\$	•	\$_22,089,894.40
Total Payments Listed (column totals added)				■ \$ <u>22</u> ,	089,894.4	<u>0</u>
		d. federal signatu	RE			
an u	issuer has duly caused this notice to be signed by t indertaking by the issuer to furnish to the U.S. Secu- accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon w	f this notice i	is filed under Rule 505, the to t of its staff, the information	following of furnished	signature constitutes by the issuer to any
Issu	er (Print or Type)	Signature		Date		
	ira Biosciences, Inc.	//w/	)/c	January /2., 2009		
Nan	ne of Signer (Print or Type)	Title of Signer (Print on Type)				
To	m Burke	Vice President, Finance				
		ATTENTION	<del></del>			

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

